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HONORABLE WHITMAN L. HOLT

HEARING DATE: July 17, 2024
HEARING TIME: 10:30 A.M. (PT)
RESPONSE DUE: July 8, 2024
LOCATION: Telephonic

Co-Counsel to Debtors and Debtors in Possession

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**Admitted Pro Hac Vice*

Proposed Co-Counsel to Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON**

In re:

ICAP ENTERPRISES, INC., et al.,
Debtors.¹

Chapter 11

Lead Case No. 23-01243-WLH11
Jointly Administered

**NOTICE OF (A) MOTION OF
THE DEBTORS FOR ORDER:
(I) AUTHORIZING THE
DEBTORS TO OBTAIN
SUPPLEMENTAL
POSTPETITION SECURED
FINANCING; (II) GRANTING
SUPERPRIORITY
ADMINISTRATIVE EXPENSE**

¹ The Debtors (along with their case numbers) are iCap Enterprises, Inc. (23-01243-11); iCap Pacific NW Management, LLC (23-01261-11); iCap Vault Management, LLC (23-01258-11); iCap Vault, LLC (23-01256-11); iCap Vault 1, LLC (23-01257-11); Vault Holding 1, LLC (23-01265-11); iCap Investments, LLC (23-01255-11); iCap Pacific Northwest Opportunity and Income Fund, LLC (23-01248-11); iCap Equity, LLC (23-01247-11); iCap Pacific Income 4 Fund, LLC (23-01251-11); iCap Pacific Income 5 Fund, LLC (23-01249-11); iCap Northwest Opportunity Fund, LLC (23-01253-11); 725 Broadway, LLC (23-01245-11); Senza Kenmore, LLC (23-01254-11); iCap Campbell Way, LLC (23-01250-11); UW 17th Ave, LLC (23-01267-11); iCap Broadway, LLC (23-01252-11); VH 1121 14th LLC (23-01264-11); VH Senior Care LLC (23-01266-11); VH Willows Townhomes LLC (23-01262-11); iCap @ UW, LLC (23-01244-11); VH 2nd Street Office, LLC (23-01259-11); VH Pioneer Village LLC (23-01263-11); iCap Funding LLC (23-01246-11); iCap Management LLC (23-01268-11); iCap Realty, LLC (23-01260-11); Vault Holding, LLC (23-01270-11); iCap Pacific Development LLC (23-01271-11); iCap Holding LLC (23-01272-11); iCap Holding 5 LLC (23-01273-11); iCap Holding 6 LLC (23-01274-11); Colpitts Sunset, LLC (23-01432-11); CS2 Real Estate Development LLC (23-01434-11); and iCap International Investments, LLC (23-01464-11).

**NOTICE OF MOTION AUTHORIZING DEBTORS TO OBTAIN
POSTPETITION FINANCING AND ENTRY INTO
SETTLEMENT AGREEMENT**

BLACK HELTERLINE LLP
805 SW BROADWAY
SUITE 1900
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TELEPHONE: 503 224-5560

**CLAIMS; AND (III) GRANTING
RELATED RELIEF;
(B) DEBTORS' MOTION TO
APPROVE ENTRY INTO AND
PERFORMANCE UNDER THE
SOCOTRA SETTLEMENT
AGREEMENT; AND (C) MOTION
TO SHORTEN TIME**

PLEASE TAKE NOTICE that on July 2, 2024, the above-captioned debtors and debtors on possession (the "Debtors") filed the following:

- *Motion of the Debtors for Order: (I) Authorizing the Debtors to Obtain Supplemental Postpetition Secured Financing; (II) Granting Superpriority Administrative Expense Claims; and (III) Granting Related Relief* [ECF No. 1063] (the "DIP Motion");
- *Debtors' Motion to Approve Entry Into and Performance Under the Socotra Settlement Agreement* [ECF No. 1064] (the "9019 Motion");
- *Debtors' Motion to Shorten Time for Hearing on Debtors' (I) Motion for Order Authorizing the Debtors to Obtain Supplemental Postpetition Secured Financing and (II) Motion to Approve Entry Into and Performance Under the Socotra Settlement Agreement* [ECF No. 1065] (the "Motion to Shorten" and together with the 9019 Motion and the DIP Motion, the "Motions"); and
- *Declaration of Lance Miller in Support of the Debtors' (I) Motion for Order Authorizing the Debtors to Obtain Supplemental Postpetition Secured Financing and (II) Motion to Approve Entry Into and Performance Under the Socotra Settlement Agreement* [ECF No. 1066] (the "Miller Declaration").

PLEASE TAKE FURTHER NOTICE that the DIP Motion seeks relief pursuant to sections 105, 362, 363, 364(c)(1), 364(c)(2), and 364(e) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), and rules

1 2002, 4001(c), and 9014 of the Federal Rules of Bankruptcy Procedure
2 (the “Bankruptcy Rules”), and the corresponding local rules of the United States
3 Bankruptcy Court for the Eastern District of Washington (the “Local Rules”), for
4 entry of an order authorizing the Debtors to obtain supplemental postpetition secured
5 financing in the amount of \$2,014,414.00, granting senior secured liens to secure the
6 DIP financing, granting superpriority administrative expense claims, and granting
7 related relief.

8 **PLEASE TAKE FURTHER NOTICE** that the 9019 Motion seeks relief
9 pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, Bankruptcy Rule
10 9019, and Local Rule 9019-1 for entry of an order approving the settlement
11 agreement by and among the Debtors and Socotra REIT I, LLC, WE Alliance
12 Secured Income Fund, LLC, and Jason Yelowitz, in his capacity as trustee of the
13 Jason Yelowitz Trust Dated March 31, 2006 (collectively, the “Settlement Parties”),
14 which provides for, among other things, (i) the settlement of any claims that the
15 Debtors may have against the Settlement Parties in exchange for the conversion of
16 \$1,764,414.00 of the Settlement Parties’ \$3,231,457.50 claim against the Debtors
17 into DIP financing and (ii) the distribution of certain proceeds from the sale of the
18 2nd Street Property (as defined in the 9019 Motion) in full satisfaction of any claims
19 that the Settlement Parties may have against the Debtors.

20 **PLEASE TAKE FURTHER NOTICE** that the Motion to Shorten seeks
21 relief pursuant to Bankruptcy Rule 9006(c) and the corresponding Local Rules for
22 entry of an order shortening time for hearing on the DIP Motion and 9019 Motion
23 and for filing objections thereto.

24 **PLEASE TAKE FURTHER NOTICE** that the Motions are based on (i) the
25 Motions themselves, (ii) the Miller Declaration; (iii) the arguments and
26 representations of counsel to the Debtors who will appear at the hearing on the
27

1 Motions; and (iv) any other supporting briefs and admissible evidence properly
2 brought before the court at or before the hearing on the Motions.

3 **PLEASE TAKE FURTHER NOTICE** that copies of the Motions and Miller
4 Declaration are available upon request to BMC Group, Inc. at iCap@bmcbgroup.com,
5 may be reviewed at the office of the Clerk of the United States Bankruptcy Court,
6 may be viewed at the United States Bankruptcy Court PACER website at
7 <http://www.waeb.uscourts.gov>, or may be viewed on the website of the Debtors'
8 claims agent at <https://cases.creditorinfo.com/iCap>.

9 **PLEASE TAKE FURTHER NOTICE** that objections to the Motions must
10 be filed with the United States Bankruptcy Court for the Eastern District of
11 Washington, 402 East Yakima Avenue, Suite 200, Yakima, WA 98901 no later than
12 July 10, 2024. **If you do not submit an objection, the court may enter the**
13 **proposed order without a hearing or any further notice.**

14 **PLEASE TAKE FURTHER NOTICE** that the hearing will be held via the
15 court's telephone conference line: (877) 402-9757, access code 7036041.

16
17 DATED this 2nd day of July 2024.

18 BLACK HELTERLINE LLP

19 By /s/ Oren B. Haker
20 OREN B. HAKER, WSBA No. 48725
21 BLACK HELTERLINE LLP

22 *Proposed Co-Counsel to Debtors and Debtors in Possession*

23 And

24 JULIAN I. GURULE (Admitted *Pro Hac Vice*)
25 O'MELVENY & MYERS LLP

26 *Co-Counsel to Debtors and Debtors in Possession*